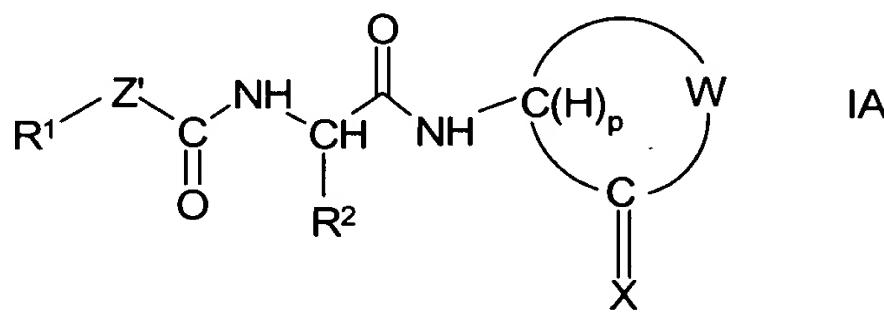
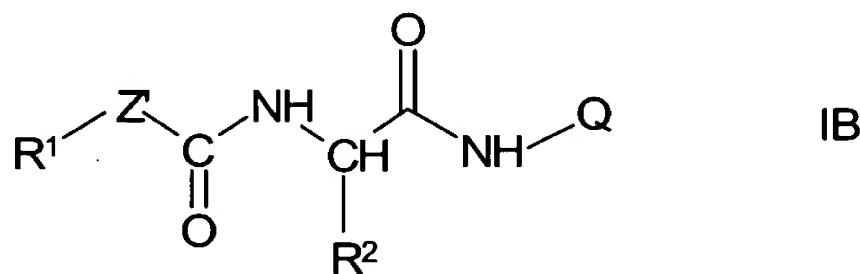


*B 2*  
-- The compounds of formula I wherein m is 1 and n is 1 can be represented by the following formula:

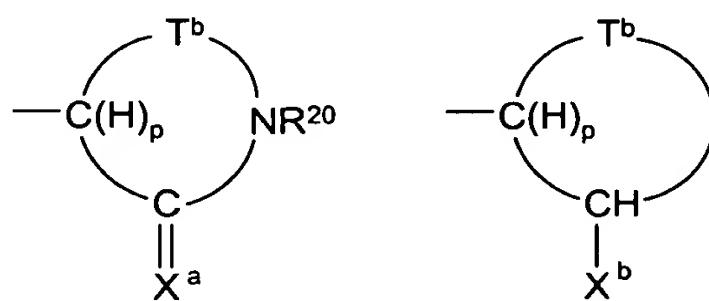


wherein R<sup>1</sup>, R<sup>2</sup>, W, X and p are as defined hereinabove with respect to formula I and Z' is represented by the formula -CX'X"-, -T-CH<sub>2</sub>- or -T-C(O)- where T is selected from the group consisting oxygen, sulfur, -NR<sup>5</sup> where R<sup>5</sup> is hydrogen, acyl, alkyl, aryl or heteroaryl group; X' is hydrogen, hydroxy or fluoro; X" is hydrogen, hydroxy or fluoro, or X' and X" together form an oxo group.

A further grouping of compounds within the invention can be represented by the following formula IB:

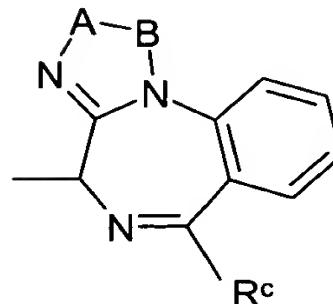
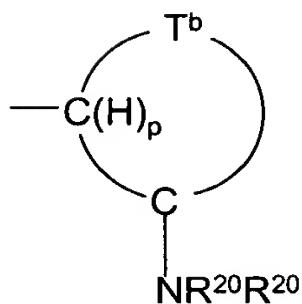
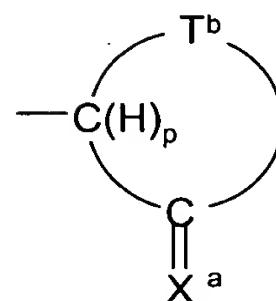
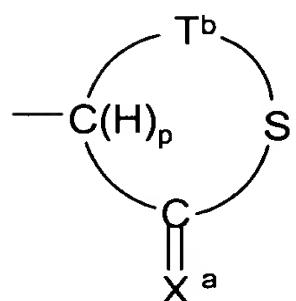
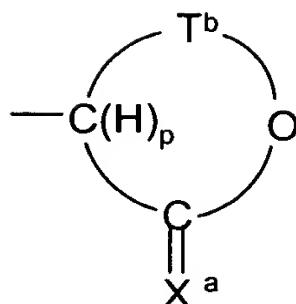
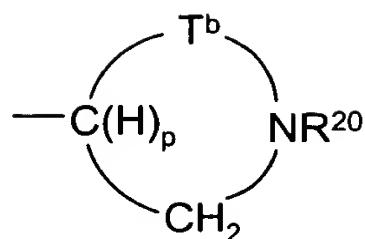


wherein R<sup>1</sup> and R<sup>2</sup> are defined hereinabove with respect to formula I, Z' is defined hereinabove with respect to formula IA, and Q is selected from the group of monocyclic and polycyclic groups having the formulas:



contd.

B 2



wherein  $T^b$  is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene,  $-(R^{21}Z^a)_qR^{21}-$  and  $-Z^aR^{21}-$  where  $Z^a$  is a substituent selected from the group consisting of  $-O-$ ,  $-S-$  and  $>NR^{20}$ , each  $R^{20}$  is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each  $R^{21}$  is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when  $Z^a$  is  $-O-$  or  $-S-$ , any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the  $-O-$  or  $-S-$ ,  $q$  is an integer of from 1 to 3;

$X^a$  is oxo or thioxo;  $X^b$  is hydroxy ( $-OH$ ) or mercapto ( $-SH$ );

*contd.*

*B.2*

A-B is selected from the group consisting of alkylene, alkenylene, substituted alkylene, substituted alkenylene and  $-N=CH-$ ; R<sup>c</sup> is selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, aryl, heteroaryl, heterocyclic, cycloalkyl, and substituted cycloalkyl; and

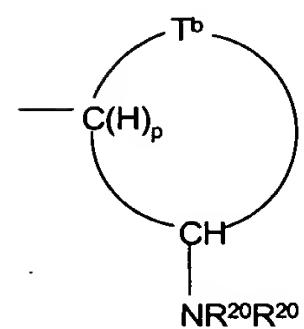
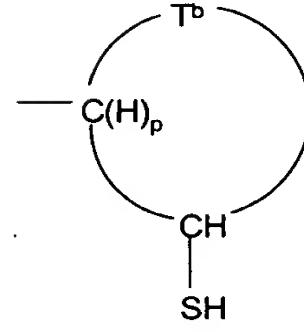
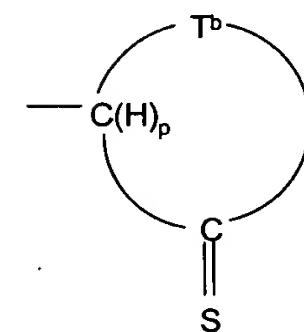
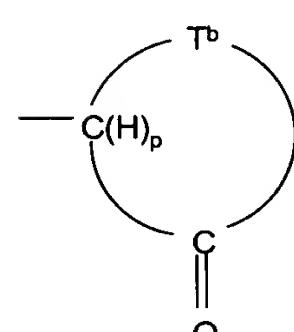
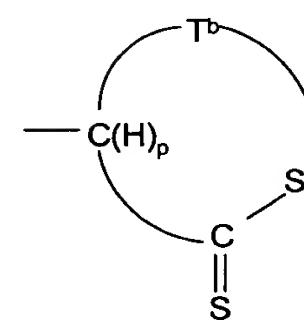
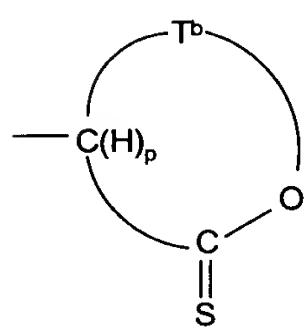
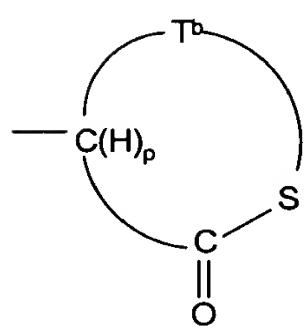
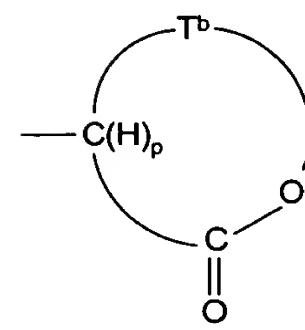
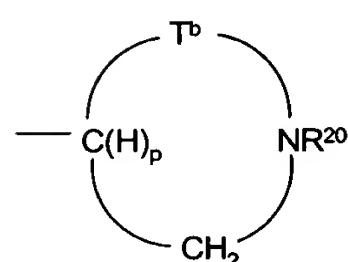
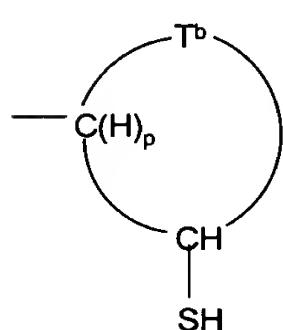
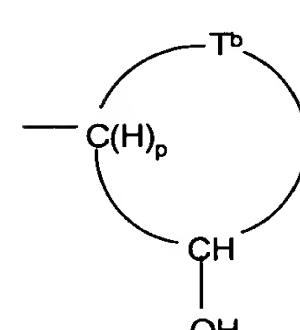
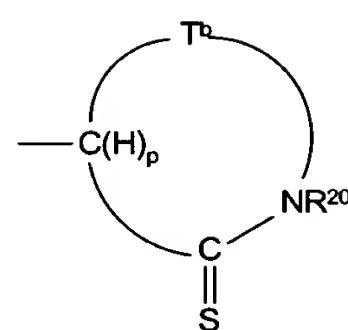
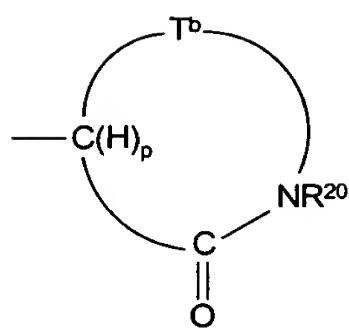
*p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH.--

Please insert the following paragraphs before the first paragraph on page 87, line 1: *✓*

-- The cyclic groups defined by W, together with  $-C(H)_pC(=X)-$  includes the heterocyclic groups having the following formulas:

contd.

B<sup>3</sup>



contd  
B3

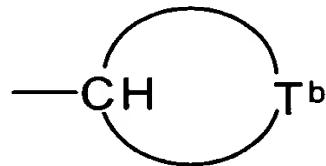
wherein  $T^b$  is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene,  $-(R^{21}Z^a)_qR^{21}-$  and  $-Z^aR^{21}-$  where  $Z^a$  is a substituent selected from the group consisting of  $-O-$ ,  $-S-$  and  $>NR^{20}$ , each  $R^{20}$  is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each  $R^{21}$  is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when  $Z^a$  is  $-O-$  or  $-S-$ , any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the  $-O-$  or  $-S-$ , and  $q$  is an integer of from 1 to 3;

$p$  is an integer equal to 0 or 1 such that when  $p$  is zero, the ring defined by  $W$  and  $-C(H)_pC(=X)-$  is unsaturated at the carbon atom of ring attachment to  $NH$  and when  $p$  is one, the ring is saturated at the carbon atom of ring attachment to  $NH$ ;

and pharmaceutically acceptable salts thereof.--

On page 87 paragraph 1, (lines 1-21) please replace with the following: ✓

B4  
-- Preferred cyclic groups defined by  $W$  and  $-C(H)_pC(=X)-$  include cycloalkyl, lactone, lactam, benzazepinone, dibenzazepinone and benzodiazepine groups. In one preferred embodiment, the cyclic group defined by  $W$  and  $-C(H)_pC(=X)-$ , forms a cycloalkyl group of the formula:



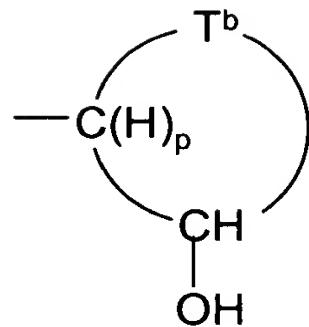
wherein  $T^b$  is selected from the group consisting of alkylene and substituted alkylene.--

On page 88, second full paragraph (starting on line 8 through page 89, line 8) replace with:

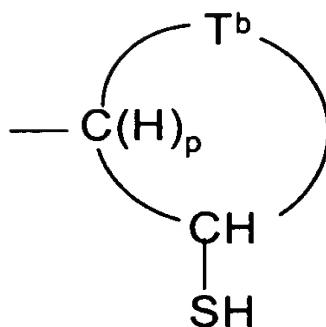
-- In another preferred embodiment, the cyclic group defined by  $W$ , together with  $-C(H)_pC(=X)-$  is a ring of the formula:

contd.

B4



or



wherein  $p$  is zero or one,  $T^b$  is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene,  $-(R^{21}Z^a)_qR^{21}-$  and  $-Z^aR^{21}-$  where  $Z^a$  is a substituent selected from the group consisting of  $-O-$ ,  $-S-$  and  $>NR^{20}$ , each  $R^{20}$  is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each  $R^{21}$  is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when  $Z^a$  is  $-O-$  or  $-S-$ , any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the  $-O-$  or  $-S-$ , and  $q$  is an integer of from 1 to 3.--

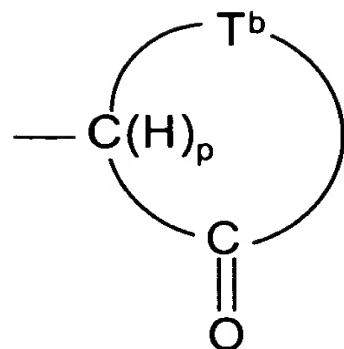
On page 90, second full paragraph (starting at line 9 through page 91, line 10) replace with:

-- Yet another preferred embodiment of the cyclic group defined by  $W$ , together with  $-C(H)_pC(=X)-$ , is a ring of the formula:

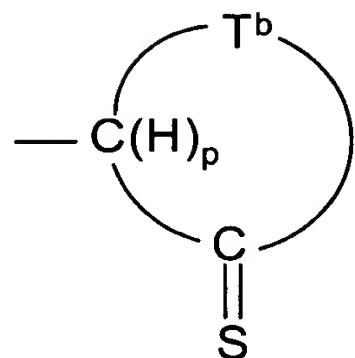
B5

*contd.*

*B5*



or



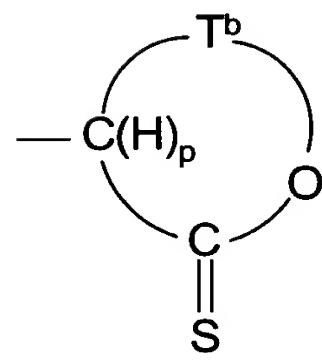
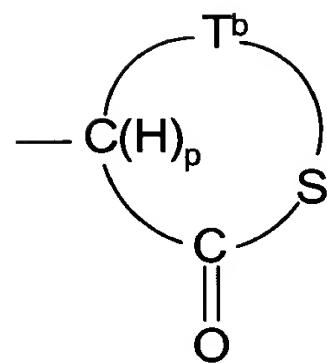
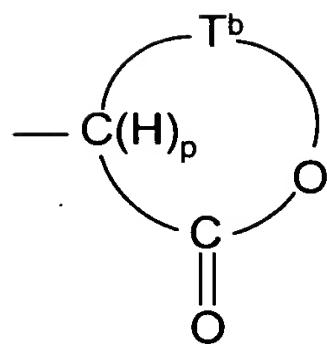
wherein  $p$  is zero or one,  $T^b$  is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene,  $-(R^{21}Z^a)_qR^{21}-$  and  $-Z^aR^{21}-$  where  $Z^a$  is a substituent selected from the group consisting of  $-O-$ ,  $-S-$  and  $>NR^{20}$ , each  $R^{20}$  is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each  $R^{21}$  is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when  $Z^a$  is  $-O-$  or  $-S-$ , any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the  $-O-$  or  $-S-$ , and  $q$  is an integer of from 1 to 3.--

On page 92, second full paragraph (starting at line 7 through page 93, line 37) replace with:

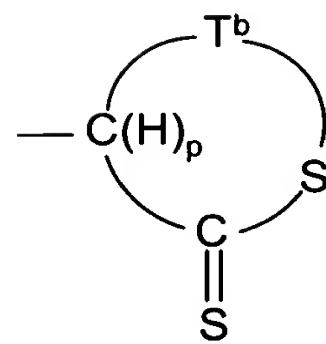
-- In another preferred embodiment, the cyclic group defined by  $W$ , together with  $-C(H)_pC(=X)-$ , forms a ring of the formula:

*B6*

contd  
B 6



or

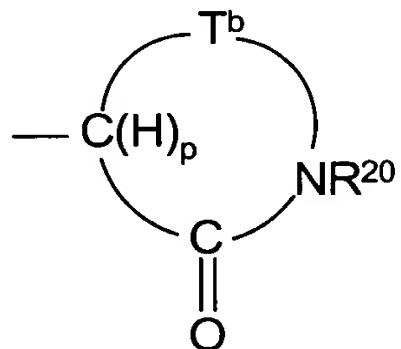


contd

*B6* wherein  $p$  is zero or one,  $T^b$  is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene,  $-(R^{21}Z^a)_qR^{21}-$  and  $-Z^aR^{21}-$  where  $Z^a$  is a substituent selected from the group consisting of  $-O-$ ,  $-S-$  and  $>NR^{20}$ , each  $R^{20}$  is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each  $R^{21}$  is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when  $Z^a$  is  $-O-$  or  $-S-$ , any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the  $-O-$  or  $-S-$ , and  $q$  is an integer of from 1 to 3.--

On page 94, second full paragraph (starting on line 20 through page 95, line 30) replace with: ✓

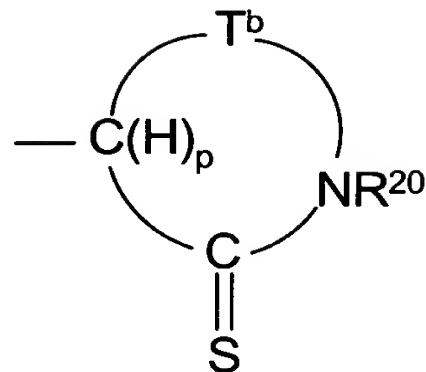
-- In another preferred embodiment, the cyclic group defined by  $W$  and  $-C(H)_pC(=X)-$ , forms a lactam ring of the formula:



or a thiolactam ring of the formula:

contd.

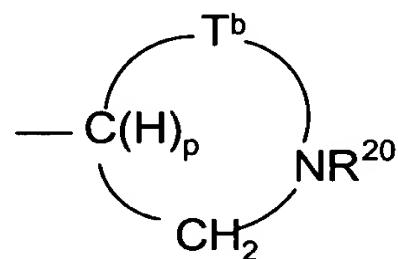
B 7



wherein  $p$  is zero or one,  $T^b$  is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene,  $-(R^{21}Z^a)_qR^{21-}$  and  $-Z^aR^{21-}$  where  $Z^a$  is a substituent selected from the group consisting of  $-O-$ ,  $-S-$  and  $>NR^{20}$ , each  $R^{20}$  is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each  $R^{21}$  is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when  $Z^a$  is  $-O-$  or  $-S-$ , any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the  $-O-$  or  $-S-$ , and  $q$  is an integer of from 1 to 3.--

On page 99, first paragraph (on lines 1-22) replace with: ✓

B 8 -- In another preferred embodiment, the cyclic group defined by W, together with  $-C(H)_pC(=X)-$ , forms a ring of the formula:



wherein  $p$  is zero or one,  $T^b$  is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene,  $-(R^{21}Z^a)_qR^{21-}$  and  $-Z^aR^{21-}$  where  $Z^a$  is a

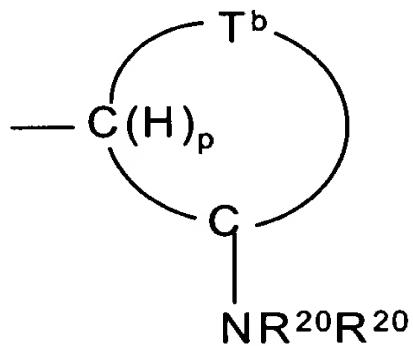
contd.

B 8

substituent selected from the group consisting of  $-O-$ ,  $-S-$  and  $>NR^{20}$ , each  $R^{20}$  is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each  $R^{21}$  is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when  $Z^a$  is  $-O-$  or  $-S-$ , any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the  $-O-$  or  $-S-$ , and  $q$  is an integer of from 1 to 3.--

On page 99, second full paragraph (starting at line 24 through page 100, line 10) replace with:

-- A still further preferred embodiment is directed to a ring group defined by  $W$ , together with  $-C(H)_pC(=X)-$ , of the formula:



wherein  $p$  is zero or one,  $T^b$  is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene,  $-(R^{21}Z^a)_qR^{21}-$  and  $-Z^aR^{21}-$  where  $Z^a$  is a substituent selected from the group consisting of  $-O-$ ,  $-S-$  and  $>NR^{20}$ , each  $R^{20}$  is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each  $R^{21}$  is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when  $Z^a$  is  $-O-$  or  $-S-$ , any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the  $-O-$  or  $-S-$ , and  $q$  is an integer of from 1 to 3.--